

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

MARCHBANKS TRUCK SERVICE, INC., *et al.*, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

COMDATA NETWORK, INC., *et al.*,

Defendants.

Civil Action No. 07-1078-JKG

Consolidated Case

PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL OF SETTLEMENT

Pursuant to Rules 23(e) and 54 of the Federal Rules of Civil Procedure, Plaintiffs Marchbanks Truck Service, Inc., d/b/a Bear Mountain Travel Stop; Gerald F. Krachey d/b/a Krachey's BP South; Walt Whitman Truck Stop, Inc.; and Mahwah Fuel Stop hereby move the Court for an Order and Final Judgment: (a) finally approving the proposed settlement of this action set forth in the Definitive Settlement Agreement with Defendants (the "Settlement") [Dkt. 700], (b) approving Plaintiffs' proposed Plan of Allocation and Distribution, and (c) dismissing this case with prejudice against Defendants Comdata Network, Inc. d/b/a Comdata Corporation n/k/a Comdata Inc.; Ceridian Corporation n/k/a Ceridian LLC ("Ceridian"); Pilot Travel Centers LLC and Pilot Corporation; TravelCenters of America LLC, TA Operating LLC f/k/a TA Operating Corporation d/b/a TravelCenters of America, TravelCenters of America Holding Company LLC f/k/a TravelCenters of America, Inc., and Petro Stopping Centers, L.P.; and Love's Travel Stops & Country Stores, Inc. according to the terms of the Settlement.

This Motion, supported by Plaintiffs' Memorandum of Law, the Declaration of Eric L. Cramer [Dkt. 707-2], the Declaration of Elizabeth Levine submitted herewith, and other supporting declarations and evidence, is made on the following grounds:

1. As set out in the Court's March 17, 2014 Preliminary Approval Order [Dkt. 705], the Settlement Class, as defined in the Settlement Agreement, meets the requirements of Rule 23(a) and Rule 23(b)(3).
2. The Settlement is entitled to an initial presumption of fairness because the protracted settlement negotiations were undertaken at arm's-length by experienced counsel who entered the negotiations following extensive discovery into the facts of the case, and *not a single* Class Member has objected or requested to opt out. *In re Cendant Corp. Litig.*, 264 F.3d 201, 232 n.18 (3d Cir. 2001).
3. The Settlement is fair, reasonable, and adequate, and the nine *Girsh* factors and relevant *Prudential* factors strongly support approval. *Girsh v. Jepson*, 521 F.2d 153, 156 (3d Cir. 1975); *In re Prudential Ins. Co. Am. Sales Practice Litig. Agent Actions*, 148 F.3d 283, 323 (3d Cir. 1998). Among other things, the Settlement is fair, reasonable and adequate given the complexity, expense, and likely duration of the litigation, the stage of the proceedings, and the costs and risks involved in the litigation. As noted above, Class Members' reaction has been uniformly positive, with no objections or requests for exclusion.
4. Plaintiffs' proposed Plan of Allocation and Distribution is fair, reasonable, and adequate because it awards Settlement Class Members who submit valid claims a *pro rata* share of the Net Settlement Fund based on the amount each Claimant was allegedly overcharged due to the conduct challenged in the case. *See Mehling v. N.Y. Life Ins. Co.*, 248 F.R.D. 455, 463 (E.D. Pa. 2008) (citing *In re Ikon Office Solutions, Inc.*, 194 F.R.D. 166, 184 (E.D. Pa. 2000)); *see also* March 17, 2017 Order ("Preliminary Approval Order") ¶ 11 (preliminarily approving Plan of Allocation and Distribution) [Dkt. 705] .
5. Pursuant to the three-pronged notice plan set forth in the Court's March 17, 2014 Preliminary Approval Order, which the Court found to comply with due process and Federal Rule of Civil Procedure 23(e), the Settlement Class has been notified of the Settlement.

WHEREFORE, based on the foregoing, and for the reasons set forth in the accompanying Memorandum of Law and exhibits, Plaintiffs' unopposed Motion should be granted. Plaintiffs

respectfully request that the Court enter: (1) the proposed Order and (2) the proposed Final Judgment.

Respectfully Submitted,

Dated: June 16, 2014

/s/ Eric B. Fastiff

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Co-Lead Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that I am one of Plaintiffs' attorneys and that on this date I caused copies of the papers annexed hereto, supporting Memorandum of Law and all exhibits to be served on all counsel of record in this proceeding via CM/ECF filing.

Dated: June 16, 2014

/s/ Marc A. Pilotin